

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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ALAN STEVENS, On Behalf of Himself and All  
Others Similarly Situated,

Plaintiff,

v.

CITIGROUP, INC., CITIBANK, N.A.,  
CHARLES PRINCE, C. MICHAEL  
ARMSTRONG, ALAIN J.P. BELDA, GEORGE  
DAVID, KENNETH T. DERR, JOHN M.  
DEUTCH, PETER JOHNSON, ROBERTO  
HERNANDEZ RAMIREZ, ANDREW N.  
LIVERIS, ANNE MULCAHY, RICHARD D.  
PARSONS, JUDITH RODIN, ROBERT E.  
RUBIN, ROBERT L. RYAN, FRANKLIN A.  
THOMAS, THE PLANS ADMINISTRATION  
COMMITTEE OF CITIGROUP, INC., THE  
INVESTMENT COMMITTEE and JOHN DOES  
1-30,

Defendants.

Civil Action No.: 07 Civ. 11156 (UA)

(Caption Continued)

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**RESPONSE OF PLAINTIFF ALAN STEVENS TO THE *GRAY AND TADROS*  
PLAINTIFFS' MOTION FOR (1) CONSOLIDATION, (2) APPOINTMENT OF LEAD  
PLAINTIFFS AND LEADERSHIP STRUCTURE, AND (3) ENTRY OF [PROPOSED]  
PRETRIAL ORDER NO. 1**

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STEPHEN GRAY, individually and on behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1-20,

Defendants.

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SHAUN ROSE, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

CITIGROUP INC. CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP, INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1-10,

Defendants.

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MEREDITH TRANBERG, individually and on behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1-20,

Defendants.

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Civil Action No.: 07 Civ. 9790 (SHS)  
(DCF)

Civil Action No.: 07 Civ. 10294 (DC)

Civil Action No.: 07 Civ. 10341 (UA)

(Caption Continued)

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ANTON K. RAPPOLD, individually and on behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CITIBANK, N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN AND JANE DOES 1-10,

Defendants.

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SAMIER TADROS, On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES O. PRINCE, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ROBERTO HERNANDEZ RAMIREZ, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, ANNE MULCAHY, RICHARD D. PARSONS, JUDITH RODIN, ROBERT E. RUBIN, FRANKLIN A. THOMAS, JOHN DOES 1-20 (BEING CURRENT AND FORMER MEMBERS OF THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.) and JOHN DOES 21-40 (BEING CURRENT AND FORMER MEMBERS OF THE INVESTMENT COMMITTEE OF THE CITIGROUP INC. 401(K) PLAN),

Defendants.

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Civil Action No.: 07 Civ. 10396 (UA)

Civil Action No.: 07 Civ. 10442 (UA)

(Caption Continued)

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STEPHAN FIORINO, individually and on behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CITIBANK, N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1-20,

Defendants.

Civil Action No.: 07 Civ. 10458 (UA)

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JAMES BOLLA, individually and on behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CITIBANK, N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1-20,

Defendants.

Civil Action No.: 07 Civ. 10461 (UA)

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MARK GEROULO, individually, on behalf of the CITIGROUP 401(k) Plan, the CITIBUILDER 401(k) PLAN FOR PUERTO RICO, and all others similarly situated,

Plaintiff,

vs.

CITIGROUP, INC., CITIBANK, N.A. THE PLAN ADMINISTRATIVE COMMITTEE OF CITIGROUP, INC., MICHAEL E. SCHLEIN, JOHN DOES 1-10, THE CITIGROUP 401(k) PLAN INVESTMENT COMMITTEE and JOHN DOES 10-20, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ROBERTO HERNANDEZ, ANN DIBBLE JORDAN, ANDREW N. LIVERIS, DUDLEY C. MECUM, ANNE M. MULCAHY, RICHARD D. PARSONS, ANDRALL E. PEARSON, CHARLES PRINCE, JUDITH RODIN, ROBERT E. RUBIN, FRANKLN A. THOMAS, SANFORD I. WEILL,

Defendants.

Civil Action No.: 07 Civ. 10472 (UA)

(Caption Continued)

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STEVEN GOLDSTEIN, On Behalf Of Himself  
and a Class of Persons Similarly Situated,

Plaintiff,

vs.

CITIGROUP, INC., THE PLANS  
ADMINISTRATION COMMITTEE OF  
CITIGROUP, INC., MCIHAEL E. SCHLEIN,  
CHARLES PRINCE, C. MICHAEL  
ARMSTRONG; ALAIN J.P. BELDA; GEORGE  
DAVID; KENNETH T. DERR; JOHN M.  
DEUTCH; ROBERTO HERNANDEZ  
RAMIREZ; ANDREW N. LIVERIS; ANNE  
MULCAHY; RICHARD D. PARSONS; JUDITH  
RODIN; ROBERT E. RUBIN; ROBERT L.  
RYAN; AND FRANKLIN A. THOMAS, and  
JOHN DOES 1-30,

Defendants.

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CHRIS SOUTHARD, ON BEHALF OF ALL  
OTHERS SIMILARLY SITUATED,

Plaintiff,

vs.

CITIGROUP INC., CHARLES O. PRINCE, C.  
MICHAEL ARMSTRONG, ALAIN J.P.  
BELDA, GEORGE DAVID, KENNETH T.  
DERR, JOHN M. DEUTCH, ROBERTO  
HERNANDEZ RAMIREZ, ANN DIBBLE  
JORDAN, KLAUS KLEINFELD, ANDREW N.  
LIVERIS, ANNE MULCAHY, RICHARD D.  
PARSONS, JUDITH RODIN, ROBERT E.  
RUBIN, ROBERT E. RUBIN, FRANKLIN A.  
THOMAS, JOHN DOES 1-20 (BEING  
CURRENT AND FORMER MEMBERS OF  
THE PLANS ADMINISTRATIVE  
COMMITTEE OF CITIGROUP INC.) and JOHN  
DOES 21-40 (BEING CURRENT AND  
FORMER MEMBERS OF THE IVNESTMENT  
COMMITTEE OF THE CITIGROUP INC.  
401(K) PLAN),

Defendants.

Civil Action No.: 07 Civ. 11158 (UA)

Civil Action No.: 07 Civ. 11164 (UA)

: (Caption Continued)

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WILLIAM and PATRICIA WOODWARD,  
Individually and On Behalf of All Others  
Similarly Situated,

Civil Action No.: 07 Civ. 11207 (UA)

Plaintiffs,  
vs.

CITIGROUP INC., CHARLES PRINCE,  
ROBERT E. RUBIN, C. MICHAEL  
ARMSTRONG, ALAIN J.P. BELDA, GEORGE  
DAVID, KENNETH T. DERR, JOHN M.  
DEUTCH, ROBERTO HERNANDEZ  
RAMIREZ, ANDREW N. LIVERIS, ANN  
MULCAHY, RICHARD D. PARSONS, JUDITH  
RODIN, ROBERT L. RYAN, FRANKLIN A  
THOMAS, ANN DIBBLE JORDAN, KLAUS  
KLEINFELD AND DUDLEY C. MECUM, and  
JOHN AND JANE DOES 1-20,

Defendants.

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Milberg Weiss LLP, counsel for plaintiff Alan Stevens in the above-captioned action, *Stevens v. Citigroup Inc., et al.*, (Civil Action No.: 07 Civ. 11156) hereby submits this response to the motion of the *Gray and Tadros* Plaintiffs for (1) Consolidation, (2) Appointment of Lead Plaintiffs and Leadership Structure, and (3) Entry of [Proposed] Pretrial Order No. 1 pending before the Court.

Plaintiff Stevens supports consolidation, the appointment of Plaintiffs Stephen Gray, Samier Tadros, and James Bolla as lead plaintiffs, the appointment of Harwood Feffer LLP and Wolf Popper LLP as co-lead counsel to prosecute the consolidated ERISA action, and the entry of [Proposed] Pretrial Order No. 1.

Dated: December 21, 2007

Respectfully submitted:

MILBERG WEISS LLP

/s/ Lori G. Feldman  
Lori G. Feldman (LF-3478)  
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Counsel for Plaintiff Alan Stevens

**CERTIFICATE OF SERVICE**

I, Arvind Khurana, an associate with the law firm Milberg Weiss LLP, hereby certify that I caused a true and correct copy of the following documents to be served with the Clerk of the Court using the CM/ECF system, which will send notifications of filing to the CM/ECF participants listed on the attached Service List, and caused all counsel listed on the Service List to be served by regular U.S. Mail on this 21<sup>st</sup> day of December 2007:

RESPONSE OF PLAINTIFF ALAN STEVENS TO THE GRAY AND TADROS PLAINTIFFS' MOTION FOR (1) CONSOLIDATION, (2) APPOINTMENT OF LEAD PLAINTIFFS AND LEADERSHIP STRUCTURE, AND (3) ENTRY OF [PROPOSED] PRETRIAL ORDER NO. 1.

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/s/ Arvind Khurana

Arvind Khurana

**SERVICE LIST**

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| <b><u>Counsel for Plaintiffs:</u></b>  |  |
| <p>Marian P. Rosner<br/>     Robert Finkel<br/>     Andrew Lencyk<br/> <b>WOLF POPPER LLP</b><br/>     845 Third Avenue<br/>     New York, NY 10022<br/>     (T) 212.759.4600<br/>     (F) 212.486.2093</p> <p><i>Attorneys for Plaintiffs Stephen Gray, Stephan Fiorino, and James Bolla</i></p>                              | <p>Milo Silberstein<br/> <b>DEALY &amp; SILBERSTEIN, LLP</b><br/>     225 Broadway, Suite 1405<br/>     New York, NY 10007<br/>     (T) 212.385.0066<br/>     (F) 212.385.2117</p> <p><i>Attorneys for Plaintiff Shaun Rose</i></p>              |
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| <p>Ann D. White<br/> <b>ANN D. WHITE LAW OFFICES, P.C.</b><br/> One Pitcairn Place, Suite 2400<br/> Jenkintown, PA 19046<br/> (T) 215.481.0274<br/> (F) 215.481.0271</p> <p><i>Attorneys for Plaintiff Stephan Fiorino</i></p>           | <p>Ronen Sarraf<br/> Joseph Gentile<br/> <b>SARRAF GENTILE LLP</b><br/> 485 Seventh Avenue, Suite 1005<br/> New York, NY 10018<br/> (T) 212.868.3610<br/> (F) 212.918.7967</p> <p><i>Attorneys for Plaintiff Mark Geroulo</i></p>  |
| <p>Robert A. Izard<br/> <b>SCHATZ NOBEL IZARD P.C.</b><br/> 20 Church Street, Suite 1700<br/> Hartford, CT 06103<br/> (T) 860.493.6292<br/> (F) 860.493.6290</p> <p><i>Attorneys for Plaintiff Mark Geroulo</i></p>                      | <p>Edwin J. Mills<br/> Howard T. Longman<br/> Michael T. Klein<br/> <b>STULL, STULL &amp; BRODY</b><br/> 6 East 45<sup>th</sup> Street<br/> New York, NY 10017<br/> (T) 212.687.7230<br/> (F) 212.490.2022</p> <p><i>Attorneys for Plaintiff Steven Goldstein</i></p>  |
| <p>Thomas J. McKenna<br/> <b>GAINEY &amp; MCKENNA</b><br/> 295 Madison Avenue, 4<sup>th</sup> Floor<br/> New York, NY 10017<br/> (T) 212.983.1300<br/> (F) 201.689.9969</p> <p><i>Attorneys for Plaintiff Chris Southard</i></p>         | <p>Lynda J. Grant<br/> Catherine A. Torell<br/> <b>COHEN, MILSTEIN, HAUSFELD &amp; TOLL, P.L.L.C.</b><br/> 150 East 52<sup>nd</sup> Street, 13<sup>th</sup> Floor<br/> New York, NY 10022<br/> (T) 212.838.7797<br/> (F) 212.838.7745</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p> |

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| <p>Steven J. Toll<br/>         Bruce F. Rinaldi<br/> <b>COHEN, MILSTEIN, HAUSFELD &amp; TOLL, P.L.L.C.</b><br/>         1100 New York Avenue, NW<br/>         Suite 500 West<br/>         Washington, DC 20005-3964<br/>         (T) 202.408.4600<br/>         (F) 202.408.4699</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p>     | <p>Marc I. Machiz<br/> <b>COHEN, MILSTEIN, HAUSFELD &amp; TOLL, P.L.L.C.</b><br/>         1 South Broad Street, Suite 1850<br/>         Philadelphia, PA 19107<br/>         (T) 215.825.4016<br/>         (F) 215.825.4001</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p> |
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| <b><u>Counsel for Defendants:</u></b>  |   |
| Brad S. Karp<br>Lewis R. Clayton<br>Susanna M. Buergel<br>Douglas M. Pravda<br><b>PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP</b><br>1285 Avenue of the Americas<br>New York, NY 10019-6064<br>(T) 212.373.3000<br>(F) 212.757.3980 | John F. Lynch<br>Jonathan M. Moses<br>Lawrence B. Pedowitz<br>George T. Conway III<br><b>WACHTELL, LIPTON, ROSEN &amp; KATZ</b><br>51 West 53nd Street<br>New York, NY 10019-6150<br>(T) 212.403.1000<br>(F) 212.403.2000   |
| <i>Attorneys for Defendants Citigroup Inc., Citibank, N.A., the Plans Administration Committee of Citigroup Inc., the 401(k) Plan Investment Committee, Peter Johnson, Charles O. Prince, Michael E. Schlein, and Sanford I. Weill</i>   | <i>Attorneys for Defendants Citigroup Inc., Citibank, N.A., C. Michael Armstrong, Alain J.P. Belda, George David, Kenneth T. Derr, John M. Deutch, Roberto Hernandez Ramirez, Ann Dibble Jordan, Klaus Kleinfeld, Andrew N. Liveris, Dudley C. Mecum, Anne Mulcahy, Richard D. Parsons, Judith Rodin, Robert E. Rubin, Robert L. Ryan, and Franklin A. Thomas</i> |